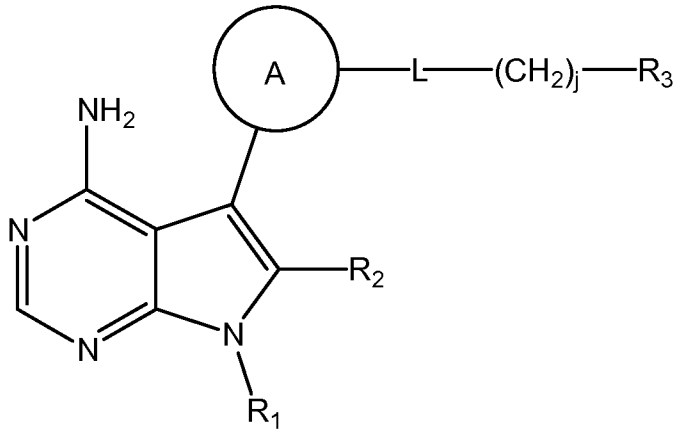
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Presented) A compound represented by the following structural formula:



or pharmaceutically acceptable salts thereof, wherein:

Ring A is a five or six membered heteroaromatic ring which is substituted with one or more substituents selected from the group consisting of a substituted or unsubstituted aromatic group, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaralkyl, cyano, -NR_4R_5, -$C(O)_2$-haloalkyl, a substituted or unsubstituted alkylthio, a substituted or unsubstituted alkylsulfinyl, a substituted or unsubstituted alkylsulfonyl, a substituted or unsubstituted arylthio, a substituted or unsubstituted arylsulfinyl, a substituted or unsubstituted arylsulfonyl, a substituted or unsubstituted alkyl carbonyl, -C(O)-haloalkyl, a substituted or unsubstituted aryloxy, a substituted or unsubstituted carboxamido, substituted or unsubstituted tetrazolyl, trifluoromethylsulphonamido, trifluoromethylcarbonylamino, a substituted or unsubstituted alkynyl, a substituted or unsubstituted alkyl amido or alkylcarboxamido; a substituted or unsubstituted aryl amido or arylcarboxamido, a substituted or unsubstituted styryl, -S(substituted or unsubstituted heteroaryl) and a substituted or unsubstituted aralkyl amido, aralkylcarboxamido or –$C(O)NR_fR_g$, R_c and CH_2OR_c;

wherein R_f, R_g and the nitrogen atom together form a 3-, 4-, 5-, 6- or 7- membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, -W-$(CH_2)_t$-O-alkyl, -W-$(CH_2)_t$-S-alkyl, -W-$(CH_2)_t$-OH, or –W-$(CH_2)_t$-NR_dR_e;

t is an integer from 0 to about 6;

W is–O-, -S-, -S(O)-, -$S(O)_2$- or –NR_k-;

R_k is –H or alkyl;

R_d, R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heterobicyclic group; or

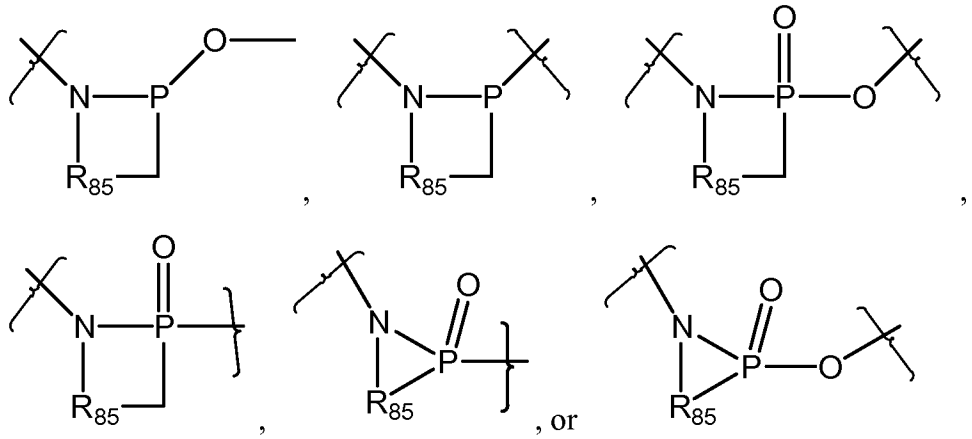
R_d and R_e are each, independently alkanoyl or –K-D;

wherein K is –$S(O)_2$-, -C(O)NH, or a direct bond; and

D is a substituted or unsubstituted heteroaryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aminoalkyl;

L is -N(C(O)OR)-; -N(C(O)R)-; -N(SO_2R)-; -CH_2O-; -CH_2S-; -CH_2N(C(O)R))-; -CH_2N(C(O)OR)-; -CH_2N(SO_2R)-; -CH(NHR)-; -CH(NHC(O)R)-; -CH(NHSO_2R)-; -CH(NHC(O)OR)-; -CH(OC(O)R)-;-CH(OC(O)NHR)-; -CH=CH-; -C(=NOR)-; -C(O)-; -CH(OR)-; -N(R)S(O)-; -OC(O)N(R)-; -NRC(O)O-; -S(O)N(R)-; -N(C(O)R)S(O)-; -N(C(O)R)$S(O)_2$-; -N(R)S(O)N(R)-; -N(R)$S(O)_2$N(R)-; -C(O)N(R)C(O)-; -S(O)N(R)C(O)-; -$S(O)_2$N(R)C(O)-; -OS(O)N(R)-; -$OS(O)_2$N(R)-; -N(R)$S(O)_2$O-; -N(R)S(O)C(O)-; -N(R)$S(O)_2$C(O)-; -SON(C(O)R)-; -SO_2N(C(O)R)-; -N(R)P(OR')O-; -N(R)P(OR')-; -N(R)P(O)(OR')O-; -N(R)P(O)(OR')-; -N(C(O)R)P(OR')O-; -N(C(O)R)P(OR')-; -N(C(O)R)P(O)(OR')O- or -N(C(O)R)P(OR')-, wherein R and R' are each, independently, -H, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group; or

L is represented by one of the following structural formulas:



wherein R_{85} taken together with the phosphinamide, or phosphonamide is a 5-, 6-, or 7 -membered, aromatic, heteroaromatic or heterocycloalkyl ring system;

R_1 is -H, 2-phenyl-l,3-dioxan-5-yl, a C_1-C_6 alkyl group, a C_3-C_8 cycloalkyl group, a C_5-C_7 cycloalkenyl group or an optionally substituted phenyl(C_1-C_6 alkyl) group, wherein the alkyl, cycloalkyl and cycloalkenyl groups are optionally substituted by one or more groups of formula -OR^a; provided that -OR^a is not located on the carbon attached to nitrogen;

R^a is -H or a C_1-C_6 alkyl group or a C_3-C_6 cycloalkyl;

R_2 is -H, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted cycloalkyl, a halogen, -OH, cyano, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaralkyl, -NR_4R_5, or -$C(O)NR_4R_5$;

R_3 is a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted heterocycloalkyl; or L is -NRC(O)-, -NRC(O)O-, -$S(O)_2$NR-, -C(O)NR- or -OC(O)NR-, and R_3 is substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl or substituted or unsubstituted aralkyl;

R_4, R_5 and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R_4 and R_5 are each, independently, azabicycloalkyl, or Y-Z;

Y is selected from the group consisting of $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $(CH_2)_pO-$, $-(CH_2)_pNH-$, $-(CH_2)_pS-$, $-(CH_2)_pS(O)-$, and $-(CH_2)S(O)_2-$;

p is an integer from 0 to 6;

Z is a substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; and

j is an integer from 0 to 6.

2. (Previously Presented) The compound of claim 1, wherein R_3 is selected from the group consisting of a substituted or unsubstituted phenyl, a substituted or unsubstituted naphthyl, a substituted or unsubstituted pyridyl, a substituted or unsubstituted thienyl, a substituted or unsubstituted benzotriazole, a substituted or unsubstituted tetrahydropyranyl, a substituted or unsubstituted tetrahydrofuranyl, a substituted or unsubstituted dioxane, a substituted or unsubstituted dioxolane, a substituted or unsubstituted quinoline, a substituted or unsubstituted thiazole, substituted or unsubstituted isoxazole, substituted or unsubstituted cyclopentanyl, a substituted or unsubstituted benzofuran, substituted or unsubstituted benzothiophene, substituted or unsubstituted benzisoxazole, substituted or unsubstituted benzisothiazole, substituted or unsubstituted benzothiazole, substituted or unsubstituted benzoxazole, substituted or unsubstituted benzoxazole, substituted or unsubstituted benzimidazole, substituted or unsubstituted benzoxadiazole, substituted or unsubstituted benzothiadiazole, substituted or unsubstituted isoquinoline, substituted or unsubstituted quinoxaline, substituted or unsubstituted indole and substituted or unsubstituted pyrazole.

3. (Previously Presented) The compound of Claim 2 wherein R_3 is substituted with one or more substituents selected from the group consisting of-OCF_3, CN, CO_2CH_3, CF_3, pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenyl, carboxyl, substituted or unsubstituted tetrazolyl, styryl, -S-(substituted or unsubstituted aryl), -S-(substituted or unsubstituted heteroaryl), substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocycloalkyl, alkynyl, $-C(O)NR_fR_g$, R_c, and CH_2OR_c;

wherein R_f, R_g and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, -W-$(CH_2)_t$-NR_dR_e, -W-$(CH_2)_t$-O-alkyl, -W-$(CH_2)_t$-S-alkyl, or -W-$(CH_2)_t$-OH;

t is an integer from 0 to 6;

W is -O-, -S-, -S(O)-, -$S(O)_2$-, or -NR_k-;

R_k is -H or alkyl; and

R_d, R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heterobicyclic group; or

R_d and R_e are each, independently, alkanoyl or -K-D;

K is -$S(O)_2$-, -C(O)NH--or a direct bond;

D is a substituted or unsubstituted heteroaryl, a substituted or unsubstituted aralklyl, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aminoalkyl, a substituted or unsubstituted aminocycloalkyl.

4. (Previously Presented) The compound of claim 3, wherein R_3 is a substituted or unsubstituted phenyl, thienyl, benzoxadiazolyl, or benzothiadiazolyl.

5. (Previously Presented) The compound of Claim 1, wherein ring A is a substituted pyridyl.

6. (Previously Presented) The compound of Claim 5 wherein ring A is substituted with one or more substitutents selected from the group consisting of cyano, pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenoxy, substituted or unsubstituted phenyl, NR^4R^5, carboxyl, substituted or unsubstituted tetrazolyl, styryl, -S-(substituted or unsubstituted aryl), substituted or unsubstituted arylthio, substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocycloalkyl, alkynyl, -$C(O)NR^fR^g$, R^c and CH_2OR^c;

R^f, R^g and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, -W-$(CH_2)_t$-NR_dR_e, -W-$(CH_2)_t$-O-alkyl, -W-$(CH_2)_t$-S-alkyl, or -W-$(CH_2)_t$-OH;

t is an integer from 0 to 6;

W is -O-, -S-, -S(O)-, -$S(O)_2$-, or -NR_k-;

R_k is -H or alkyl; and

R_d, R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R_d and R_e are each, independently, alkanoyl, or -K-D;

K is -$S(O)_2$-, -C(O)NH-, or a direct bond;

D is-substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,-substituted or unsubstituted aminoalkyl, substituted or unsubstituted aminocycloalkyl.

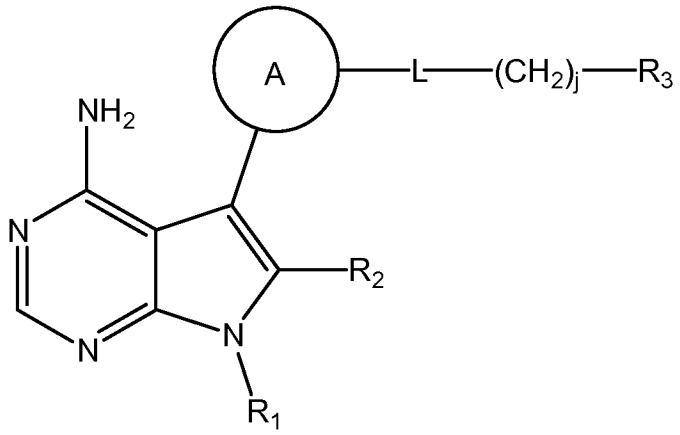
7. (Cancelled)

8. (Previously Presented) The compound of claim 1, wherein R^1 is a cyclopentyl group, a hydroxycyclopentyl or an isopropyl.

9. (Cancelled)

10. (Original) The compound of claim 1, wherein R_2 is -H.

11. (Previously Presented) A compound represented by the following structural formula



or pharmaceutically acceptable salts thereof, wherein:

Ring A is a five or six membered heteroaromatic ring which is substituted with one or more substituents selected from the group consisting of a substituted or unsubstituted aliphatic group, a halogen, a substituted or unsubstituted aromatic group, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, cyano, nitro, $-NR_4R_5$, $-C(O)_2H$, a substituted or unsubstituted alkoxycarbonyl, $-C(O)_2$-haloalkyl, a substituted or unsubstituted alkylthio, a substituted or unsubstituted alkylsulfinyl, a substituted or unsubstituted alkylsulfonyl, a substituted or unsubstituted arylthio, a substituted or unsubstituted arylsulfinyl, a substituted or unsubstituted arylsulfonyl, a substituted or unsubstituted alkyl carbonyl, -C(O)-haloalkyl, a substituted or unsubstituted aryloxy, a substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylsulphonamido, trifluoromethylcarbonylamino, a substituted or unsubstituted alkynyl, a substituted or unsubstituted alkyl amido or alkylcarboxamido; a substituted or unsubstituted aryl amido or arylcarboxamido, a substituted or unsubstituted styryl and a substituted or unsubstituted aralkyl amido or aralkylcarboxamido;

wherein L is $-NHSO_2R-$, -NHC(O)O- or $-NHC(O)R-$;

wherein R is a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group; or

R_1 is -H, 2-phenyl-l,3-dioxan-5-yl, a C_1-C_6 alkyl group, a C_3-C_8 cycloalkyl group, a C_5-C_7 cycloalkenyl group or an optionally substituted phenyl C_1-C_6 alkyl group, wherein the alkyl,

cycloalkyl and cycloalkenyl groups are optionally substituted by one or more groups of formula -OR^a; provided that -OR^a is not located on the carbon attached to nitrogen;

R^a is -H or a C_1-C_6 alkyl group or a C_3-C_6 cycloalkyl;

R_2 is -H, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted cycloalkyl, a halogen, -OH, cyano, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaralkyl, -NR_4R_5, or -$C(O)NR_4R_5$;

R_3 is a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted heterocycloalkyl; and

R_4, R_5 and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R_4 and R_5 are each, independently, -H, azabicycloalkyl, a substituted or unsubstituted alkyl group or Y-Z;

Y is selected from the group consisting of -C(O)-, -$(CH_2)_p$-, -$S(O)_2$-, -C(O)O-, -SO_2NH-, -CONH-, $(CH_2)_pO$-, -$(CH_2)_pNH$-, -$(CH_2)_pS$-, -$(CH_2)_pS(O)$-, and -$(CH_2)S(O)_2$-;

p is an integer from 0 to 6;

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; and

j an integer from 0 to 6.

12 – 49 (Cancelled).

50. (Previously Presented) A compound according to claim 1 wherein L is -N(C(O)OR)-; -N(C(O)R)-; -$N(SO_2R)$-; -CH_2O-; -CH_2S-; -$CH_2N(C(O)R)$)-; -$CH_2N(C(O)OR)$-; -$CH_2N(SO_2R)$-; -CH(NHR)-; -CH(NHC(O)R)-; -$CH(NHSO_2R)$-; -CH(NHC(O)OR)-; -CH(OC(O)R)-;-CH(OC(O)NHR)-; -CH=CH-; -C(=NOR)-; -C(O)-; -CH(OR)-; -N(R)S(O)-; -OC(O)N(R)-; -S(O)N (R)-; -N(C(O)R)S(O)-; -$N(C(O)R)S(O)_2$-; -N(R)S(O)N(R)-; -$N(R)S(O)_2N(R)$-; -C(O)N(R)C(O)-; -S(O)N(R)C(O)-; -$S(O)_2N(R)C(O)$-; -OS(O)N(R)-; -$OS(O)_2N(R)$-; -N(R)S(O)O-; -$N(R)S(O)_2O$-; -N(R)S(O)C(O)-; -$N(R)S(O)_2C(O)$-; -SON(C(O)R)-; -

$SO_2N(C(O)R)$-; -N(R)SON(R)-; -N(R)SO_2N(R)-; -N(R)P(OR')O-; -N(R)P(OR')-; -N(R)P(O)(OR')O-; -N(R)P(O)(OR')-; -N(C(O)R)P(OR')O-; -N(C(O)R)P(OR')-; -N(C(O)R)P(O)(OR')O- or -N(C(O)R)P(OR')-, wherein R and R' are each, independently, -H, an acyl group, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group.

51. (Currently Amended) A compound according to claim 1 wherein R_3 is a substituted or unsubstituted cycloalkyl, or a substituted or unsubstituted heterocycloalkyl; or L is ~~NRSO$_2$-~~, -NRC(O)-, -NRC(O)O-, -$S(O)_2$NR-, -C(O)NR- or -OC(O)NR-, and R_3 is substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl or substituted or unsubstituted aralkyl.

52. (Cancelled)